



**SEACERA GROUP BERHAD**  
(Company No.: 163751-H)

**EMPLOYEES' SHARE OPTION SCHEME CHARTER**

# EMPLOYEES' SHARE OPTION SCHEME CHARTER

## PURPOSE

In accordance with the Bye-Laws of the Company's Employees' Share Option Scheme (ESOS), an ESOS Committee has to be established to administer the scheme.

## 1) COMPOSITION

- (i) The ESOS Committee ("EC") shall have at least three (3) members with majority of the members shall be Independent Non-Executive Directors.
- (ii) The quorum for the EC shall be two (2) members.
- (iii) The members of the EC shall elect one of their members as Chairman and to be approved by the Board.
- (iv) The appointment of a Committee member terminates when the members ceases to be a director, or as determined by the Board.
- (v) In the event of equality of votes, the Chairman shall have a casting vote. In the absence of the Chairman, the members present shall elect one of their members to chair the meeting.

## 2) DUTIES AND RESPONSIBILITIES

The duties of the EC are as follows:

- (i) To review and administer any allocation of share options pursuant to the Employees Share Option Scheme ("ESOS") granted to employees in the Group;
- (ii) To recommend to the Board any ESOS allocation to be granted to employees and eligible persons.
- (iii) To recommend to the Board to establish, amend, and revoke its Bye-Laws, rules and regulation to facilitate the implementation of the ESOS;
- (iv) To determine all questions of policy and expediency and to construe and interpret the provisions of the ESOS' scheme in the best interest of the Company;
- (v) Generally, to exercise such powers and perform such acts as are deemed necessary or expedient to promote the best interest of the Company.

## 3) MEETING PROCEEDINGS

- (i) The Committee shall have access to such information and advice, both from within the Group and externally, as it deems necessary or appropriate at the cost of the Group.
- (ii) The Company Secretary shall be the Secretary of the Committee.
- (iii) The Committee shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Committee. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. The minutes of the Committee meeting shall be available to all Board members.

- (iv) The Committee may deal with matter by way of circular resolutions in lieu of convening a formal meeting for exceptional circumstances.
- (v) All recommendations of the Committee shall be submitted to the Board for approval.
- (vi) The Committee, through its Chairman, shall report to the Board at the next Board meeting after each Committee meeting. When presenting any recommendation to the Board, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision.
- (vii) The Chairman shall be available to answer questions about the Committee's work at the AGM of the Group.

#### **4) REVIEW OF ESOS CHARTER**

The Board will review this ESOS as and when necessary.

This ESOS Charter is approved by the Board of Directors of Seacera Group Berhad on 22 November 2019 and is effective immediately.